

RECORDATION NO. 13716-A FILED 1983

JAN 10 1983 -2 52 PM
INTERSTATE COMMERCE COMMISSION

**WISCONSIN & SOUTHERN
RAILROAD CO.**

2215 Sanders Road
Northbrook, IL 60062

(312) 272-8350

January 6, 1983

Ms. Agatha Mergenovich
Interstate Commerce Commission
Washington, D.C. 20423

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and counterpart of the First Amendment to Management Agreement, a secondary document, under a Management Agreement dated July 21, 1982.

The primary document to which this is connected is recorded under Recordation Number 13716.

The names and addresses of the parties to the enclosed document are:

Manager: Wisconsin & Southern Railroad Co.
511 Barstow Road
Horicon, Wisconsin 53032

Owner: Crocker Investor Lease Corporation
One Montgomery Street
San Francisco, California 94104

A general description of the railroad equipment covered by the enclosed document is, as follows:

One hundred (100) 100-ton gondola railroad cars bearing reporting mark WSOR.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

3-010A024

No.

JAN 10 1983

Date

Fee \$... 10.00

ICC Washington, D. C.

RECEIVED
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I.C.C. BR.
OPERATION

Ms. Agatha Mergenovich
Interstate Commerce Commission
January 6, 1983
Page 2

I am an officer of Wisconsin & Southern Railroad Co. and have knowledge of the matters set forth herein.

Very truly yours,

Wisconsin & Southern Railroad Co.

By Dennis T. Hurst
Dennis T. Hurst

DTH/sb

Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

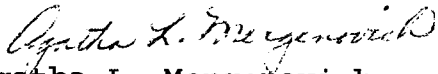
Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062

January 10, 1983

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/83 at 2:50PM, and assigned re-recording number(s). 13716-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 13716-A
JAN 10 1983 - 2 50 PM
INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of July 21, 1982

Between

WISCONSIN & SOUTHERN RAILROAD CO.

as Manager

AND

CROCKER INVESTOR LEASE CORPORATION

as Owner

100 ONE HUNDRED-TON
GONDOLA CARS

FIRST AMENDMENT
TO
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 21st day of July, 1982 and amends that certain Management Agreement dated as of the 21st day of July, 1982 (the "Agreement") between Crocker Investor Lease Corporation (the "Owner") and Wisconsin & Southern Railroad Co. (the "Manager").

WHEREAS the parties hereto are parties to the Agreement which was filed with the Interstate Commerce Commission at Recordation Number 13716 on August 2, 1982;

WHEREAS, the parties hereto now desire to amend the Agreement as hereinafter provided.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. The gondola railroad cars bearing Reporting Marks WSOR 5629, WSOR 5686, WSOR 5729, WSOR 5759, WSOR 5784 and WSOR 5806 are deleted from Exhibit A and therefor no longer a part of the Agreement.

2. The gondola railroad cars bearing the following Reporting Marks are added to Exhibit A and are deemed to be a part of the original Agreement.

WSOR 5634	WSOR 5692	WSOR 5739	WSOR 5789
WSOR 5637	WSOR 5694	WSOR 5740	WSOR 5792
WSOR 5638	WSOR 5699	WSOR 5742	WSOR 5793
WSOR 5639	WSOR 5700	WSOR 5746	WSOR 5795
WSOR 5641	WSOR 5704	WSOR 5750	WSOR 5800
WSOR 5645	WSOR 5705	WSOR 5755	WSOR 5805
WSOR 5648	WSOR 5711	WSOR 5758	WSOR 5807
WSOR 5652	WSOR 5712	WSOR 5764	WSOR 5808
WSOR 5654	WSOR 5716	WSOR 5768	WSOR 5811
WSOR 5656	WSOR 5718	WSOR 5770	WSOR 5812
WSOR 5664	WSOR 5720	WSOR 5771	WSOR 5814
WSOR 5669	WSOR 5721	WSOR 5772	WSOR 5815
WSOR 5670	WSOR 5722	WSOR 5774	WSOR 5817
WSOR 5675	WSOR 5723	WSOR 5776	WSOR 5822
WSOR 5680	WSOR 5724	WSOR 5777	WSOR 5823
WSOR 5682	WSOR 5728	WSOR 5778	WSOR 5827
WSOR 5687	WSOR 5736	WSOR 5780	WSOR 5828
WSOR 5689	WSOR 5737	WSOR 5781	
WSOR 5690	WSOR 5738	WSOR 5787	

3. Further Modifications: Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Manager and the Owner have executed this Amendment as of the day and year first above written.

ATTEST:

WISCONSIN & SOUTHERN RAILROAD CO.

Earl L. Brennan

Dennis T. Hurst
Title: VICE PRESIDENT, TREASURER AND SECRETARY

ATTEST:

CROCKER INVESTOR LEASE CORPORATION

Therese J. O'Hara
ASSISTANT SECRETARY

Edna Plunk
Title: VICE PRESIDENT

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 6th day of JANUARY, 1983, before me, personally appeared DENNIS T. HURST to me personally known, who being by me duly sworn, says that he is V.P., TREASURER, SECRETARY of Wisconsin & Southern Railroad Co., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

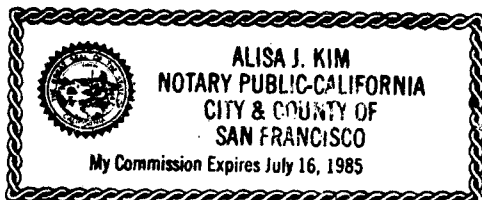
Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985

[Seal]

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN FRANCISCO)

On this 31 day of December, 1982, before me, personally appeared Edmund P. Wysocki to me personally known, who being by me duly sworn, says that he is Vice President of Crocker Investor Leasing Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Alisa J. Kim
Notary Public

[Seal]